

**RAVIN GREENBERG FRIEDMAN, LLC**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

**624 EAST 222ND STREET, LLC,**  
  
Debtor.

Chapter 11

Case No.: 12-13992 (rg)

**BALLOT ACCEPTING OR REJECTING ALLERTON'S FOURTH AMENDED PLAN OF  
LIQUIDATION FILED BY ALLERTON ON JUNE 25, 2014,  
AND MODIFIED ON SEPTEMBER 8, 2014**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT IS ACTUALLY  
RECEIVED BY THE ALLERTON'S ATTORNEYS ON OR BEFORE 4:00 P.M. ON \_\_\_\_\_, 2014  
(THE "VOTING DEADLINE").**

Allerton Fund II LLC ("Allerton"), a secured creditor of 624 East 222nd Street LLC, the debtor and debtor in possession (the "**Debtor**"), in the above captioned matter is soliciting votes with respect to the *Fourth Amended Chapter 11 Plan of Liquidation* (as may be amended from time to time, the "**Plan**") as set forth in the *Fourth Amended Disclosure Statement Describing the Chapter 11 Plan of Liquidation* (as may be amended from time to time, the "**Disclosure Statement**"). The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on \_\_\_\_\_, 2014, (the "**Solicitation Procedures Order**"). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

Your rights are described in the Disclosure Statement, which was included in the package you are receiving with this Ballot (as well as the Plan, the Solicitation Procedures Order and the Confirmation Hearing Notice, collectively, the "**Solicitation Package**"). If you need to obtain additional solicitation materials, you may contact the

Allerton's attorneys by: (a) calling the Allerton's attorneys at (973) 226-1500; and/or (b) writing to Allerton's attorneys, Ravin Greenberg LLC, 101 Eisenhower Parkway, Roseland, NJ 07068, Attn: Chad B. Friedman.. You may also obtain these documents and any other pleadings filed in the Debtor's chapter 11 case (for a fee) via PACER at: <http://www.nysb.uscourts.gov/>

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Debtor's attorney immediately at:

Chad B. Friedman  
Ravin Greenberg LLC  
101 Eisenhower Parkway  
Roseland, NJ 07068  
Tel No. (973) 226-1500

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim.

**ACCEPTANCE OR REJECTION OF THE PLAN**

**(You must complete the below amount of your claim and class under the Plan)**

The undersigned, is the holder of a Claim in Class 1 in the unpaid principal amount  
of \$ \_\_\_\_\_

**OR**

The undersigned, is the holder of a Claim in Class 3 in the unpaid principal amount  
of \$ \_\_\_\_\_

(Check one box only)

☐ **ACCEPTS** (vote FOR) the Plan.

☐ **REJECTS** (vote AGAINST) the Plan.

**IMPORTANT INFORMATION REGARDING THE RELEASING PARTY RELEASE**

Following Confirmation, subject to the Plan, the Plan will be consummated on the Effective Date. Among other things, on the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in the Plan will become effective. As such, it is important to read the provisions contained in the Plan very carefully so that you understand how Confirmation and Consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against the Debtor so that you cast your vote accordingly.

Specifically, the Releasing Parties in Article X of the Plan, **which binds only those Holders of Claims that VOTE TO ACCEPT the Plan,** provides, among other things, the following

**AS OF THE EFFECTIVE DATE, FOR THE GOOD AND VALUABLE CONSIDERATION PROVIDED BY EACH OF THE EXCULPATED PARTIES, EACH OF THE RELEASING PARTIES DISCHARGES AND RELEASES AND SHALL BE DEEMED TO HAVE PROVIDED A FULL DISCHARGE AND RELEASE TO EACH EXCULPATED PARTY (AND EACH SUCH EXCULPATED PARTIES SO RELEASED SHALL BE DEEMED FULLY RELEASED AND DISCHARGED BY THE RELEASING PARTIES) AND THEIR RESPECTIVE PROPERTIES FROM ANY AND ALL CAUSES OF ACTION, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, LIQUIDATED OR UNLIQUIDATED, CONTINGENT OR NON-CONTINGENT, EXISTING AS OF THE EFFECTIVE DATE IN LAW, AT EQUITY, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTOR, INCLUDING THOSE THAT ANY OF THE DEBTOR OR THE REORGANIZED DEBTOR WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR THAT ANY HOLDER OF A CLAIM OR AN EQUITY INTEREST OR OTHER ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT ON BEHALF OF THE DEBTOR OR ITS ESTATE, INCLUDING CAUSES OF ACTION ARISING UNDER CHAPTER 5 OF THE BANKRUPTCY CODE.**

**ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, PURSUANT TO BANKRUPTCY RULE 9019, OF THE RELEASES CONTAINED HEREIN, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THE RELEASES CONTAINED HEREIN ARE: (1) IN EXCHANGE FOR THE GOOD AND VALUABLE CONSIDERATION PROVIDED BY THE EXCULPATED PARTIES; (2) A GOOD FAITH SETTLEMENT AND COMPROMISE OF THE CLAIMS RELEASED BY THE RELEASING PARTIES; (3) IN THE BEST INTERESTS OF THE DEBTOR AND ALL HOLDERS OF CLAIMS; (4) FAIR, EQUITABLE AND REASONABLE; (5) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR HEARING; AND (6) A BAR TO ANY OF THE DEBTOR OR THE REORGANIZED DEBTOR ANY CLAIM RELEASED BY THE RELEASING PARTIES.**

**THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTOR TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE BANKRUPTCY CODE, INCLUDING SECTIONS 524 AND 1141 THEREOF, AND BY ALL OTHER APPLICABLE LAW.**

**Certifications.**

By signing this Ballot, the undersigned certifies to the Bankruptcy Court, Allerton and the Debtor:

- (a) that either: (i) the entity is the Holder of the Claim being voted or (ii) the entity is an authorized signatory for an entity that is a Holder of the Claim being voted;
- (b) that the entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the entity has cast the same vote with respect to all Claims that it holds; and
- (d) that no other Ballots with respect to the amount of the Claim identified above have been cast or, if any other Ballots have been cast with respect to such Claim, then any such earlier Ballot is hereby revoked.

\_\_\_\_\_  
Name of Holder:  
(Print or Type)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of Signatory:  
(Print or Type) (If other than Holder)  
Title:  
Address:

Date completed: \_\_\_\_\_

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND  
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR BY FIRST CLASS  
MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

Chad B. Friedman  
Ravin Greenberg LLC  
101 Eisenhower Parkway  
Roseland, NJ 07068  
Tel No. (973) 226-1500

**THIS BALLOT MUST BE ACTUALLY RECEIVED  
BY THE DEBTOR'S ATTORNEYS ON OR BEFORE:  
4:00 P.M., \_\_\_\_\_, 2014.**

**INSTRUCTIONS FOR COMPLETING THIS BALLOT**

1. Allerton is soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. **The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.**
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) assert the amount of your claim; (c) clearly indicate your decision either to accept or reject the Plan in the boxes provided; and (d) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Allerton's attorneys on or before the Voting Deadline, which is 4:00 p.m. on \_\_\_\_\_, 2014.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, the following **Ballots will NOT be counted**:
5.
  - i. any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the claim;
  - ii. any Ballot cast by an entity that (A) does not hold a claim in a class that is entitled to vote on the Plan or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
  - iii. any Ballot sent to the Debtor, the Debtor's agents/representatives;
  - iv. any unsigned Ballot;
  - v. any Ballot that is received by Allerton's attorney by facsimile or other means of electronic transmission; or
  - vi. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
6. The method of delivery of Ballots to the Allerton's attorneys is at the election and risk of each Holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when Allerton's attorneys **actually receives** the originally executed Ballot.
7. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
8. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a Holder has multiple Claims within the same Class, Allerton may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and Allerton's attorneys will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a Proof of Claim or (b) an assertion or admission of a Claim.

11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by Allerton's attorneys or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

**PLEASE RETURN YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,  
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,**

**PLEASE CALL THE ALLERTON'S ATTORNEYS AT: (973) 226-1500.**

**IF ALLERTON'S ATTORNEYS DO NOT ACTUALLY RECEIVE  
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS 4:00 P.M.  
ON \_\_\_\_\_, 2014, AND IF THE VOTING DEADLINE IS NOT EXTENDED,  
YOUR VOTE TRANSMITTED HEREBY WILL NOT BE COUNTED.**